

REFERENCE : 619413 11176A

AUTHORIZATION :

COST LIMIT ; \$ PPD

ORDER DATE : June 15, 1995

ORDER TIME : 10:55 AM

ORDER NO. : 619413

CUSTOMER NO: 11176A

CUSTOMER: Gary A. Kahle, Esq

SCHWARZ KAHLE & GEER, P.A.

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Suite B

21229 Olean Boulevard Port Charlotte, FL 33952

DOMESTIC FILING

NAME;

FAMILY HOSPITALITY SYSTEMS.

INC.

FILED
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ETARY OF STATE
WHASSEE, FLORIDA

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

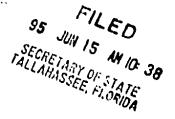
T. BROWN JUN 1 6 1995

EFFECTIVE DATE

ARTICLES OF INCORPORATION

OP

FAMILY HOSPITALITY SYSTEMS, INC.



ARTICLE I - NAME

The name of this corporation is FAMILY HOSPITALITY SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. <u>Voting Rights</u>. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. <u>Pre-emptive Rights</u>. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 24000 Rampart Blvd., Port Charlotte, Florida 33980, and the name of the initial registered agent of this corporation at that address is PAUL ZITO.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

PAUL ZITO 27406 Tierra Del Fuego Punta Gorda, Florida 33983

MICHELLE ZITO 27406 Tierra Del Fuego Punta Gorda, Florida 33983

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

PAUL ZITO 27406 Tierra Del Fuego Punta Gorda, Florida 33983

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation remarks the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this /// day of June, 1995.

PAUL ZTTO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That FAMILY HOSPITALITY SYSTEMS, INC., desiring to organize under the laws of the State to Florida with its principal office, as indicated in the Articles of Incorporation at Port Charlotte, County of Charlotte, State of Florida, has named PAUL ZITO located at 24000 Rampart Boulevard, Port Charlotte, Florida 33980, County to Charlotte, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

3y: /

PAUL ZITO

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FILED

SECRETARY OF STATE
ANALYSEF REGREDA